

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
REPUBLIC METALS REFINING)	Case No. 18-13359 (shl)
CORPORATION, <i>et al.</i> , ¹)	
)	(Jointly Administered)
Debtors.)	
)	

**ORDER GRANTING DEBTORS' MOTION TO SELL PROPERTY OF THE ESTATE
FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES, AND INTERESTS
PURSUANT TO 11 U.S.C. § 363
(REMAINING ASSETS)**

Upon the *Motion to Sell Property of the Estate Free and Clear of Liens, Claims, Encumbrances, and Interests Pursuant to 11 U.S.C. § 363* (the "Motion") [Doc. No. 691]² and the Supplement thereto [ECF No. 801, filed by the above-captioned Debtors and Debtors-in-possession (collectively, the "Debtors")]; and a hearing having been held on March 21, 2019 (the "Hearing"), to consider the relief requested in the Motion and approval of the Remaining Asset Sale Procedures; and upon all of the evidence presented in support of such relief, including the Declarations of Scott Avila, as CRO [ECF No. 802] and Michael Goodman, of SSG Capital Advisors, LLC [ECF No. XXX] and representations on the record by counsel; and the Court having found and determined that the relief granted herein is in the best interests of the Debtors, their estates, the Senior Lenders, and all other creditors, equity holders and parties in interest,

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Republic Metals Refining Corporation, 15 West 47th Street, Suites 206 and 209, New York, NY 10036 (3194), Republic Metals Corporation, 12900 NW 38th Avenue, Miami, FL 33054 (4378), Republic Carbon Company, LLC, 5295 Northwest 163rd Street, Miami Gardens, FL 33014 (5833), Republic High Tech Metals, LLC, 13001 NW 38th Avenue, Miami, FL 33054 (6102), RMC Diamonds, LLC, 12900 NW 38th Avenue, Miami, FL 33054 (1507), RMC2, LLC, 12900 NW 38th Avenue, Miami, FL 33054 (4696), J & L Republic LLC, 12900 NW 38th Avenue, Miami, FL 33054 (7604); R & R Metals, LLC, 12900 NW 38th Avenue, Miami, FL 33054 (7848), Republic Metals Trading (Shanghai) Co., Ltd., 276 Ningbo Road, Huangpu District, Shanghai, P.R. 200001 China (1639), and Republic Trans Mexico Metals, S.R.L., Francisco I. Madero No. 55 Piso 5, Local 409, Centro Joyero Edificio Central, Delegación Cuauhtémoc, Mexico DF 6000 (2942).

² All capitalized terms not otherwise defined in this Order have the meaning ascribed to them in the Motion.

and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED:

1. The Motion is GRANTED.
2. The Debtors are authorized to sell the Remaining Assets free and clear of all liens, claims, interests, and encumbrances, pursuant to 11 U.S.C. § 363, with any liens to attach to the sale proceeds in the order and priority in which they existed as of the November 2, 2018 Petition Date.
3. The Remaining Asset Sale Procedures are approved.
4. The Debtors are authorized to sell the RTMM Assets to Valcambi for \$100,000 or any party submitting a higher and better offer. If the sale of the RTMM Assets to Valcambi or to any bidder submitting a higher and better bid does not close, the Debtors are authorized to file a Notice of Intent to Sell the RTMM Assets to an alternative bidder on 5 days' notice to interested parties (a "Sale Notice"). If an interested party objects to a Sale Notice, the Debtors may request the Court hold a hearing on that objection.
5. The Debtors are authorized to sell the RMRC Assets to Valcambi for \$25,000, or to any party submitting a higher and better offer. If the sale of the RMRC Assets to Valcambi or to any bidder submitting a higher and better bid does not close, the Debtors are authorized to file a Sale Notice with respect to the RTMM Assets. If an interested party objects to a Sale Notice, the Debtors may request the Court hold a hearing on that objection.
6. Notwithstanding Bankruptcy Rules 4001, 6004, 6006, 7062, and 9014, or any other law that might serve to stay or limit the immediate effect of this Order, this Order shall be effective and enforceable immediately upon entry and its provisions shall be self-executing.

7. This Court shall retain jurisdiction with regard to all issues or disputes relating to interpretation, implementation, and enforcement of this Order.

Dated: New York, New York
March 29, 2019

/s/ Sean H. Lane
HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE